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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☑ Affects both Debtors

** All papers shall be filed in the lead case, No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

STIPULATION BETWEEN THE DEBTORS AND THE COUNTY OF CONTRA COSTA EXTENDING TIME TO OBJECT TO REJECTION OF EXECUTORY CONTRACTS

[No Hearing Requested]

This stipulation and agreement for order ("**Stipulation and Agreement for Order**") is entered into by PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"), and the County of Contra Costa ("**Contra Costa**"). The Debtors and Contra Costa are referred to in this Stipulation and Agreement for Order collectively as the "**Parties**," and each as a "**Party**." The Parties hereby stipulate and agree as follows:

RECITALS

A. On March 17, 2020, the United States Bankruptcy Court for the Northern District of California (the "**Bankruptcy Court**") entered an Order (the "**Solicitation Procedures Order**") that, among other things, approved the disclosure statement for the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 16, 2020* (as may be amended, modified, or supplemented from time to time, and together with all exhibits and schedules thereto, the "**Plan**"). In accordance with the Solicitation Procedures Order, the Debtors commenced solicitation of their Plan on or about March 30, 2020, and the hearing to consider confirmation of the Plan commenced on May 27, 2020.

B. Consistent with the provisions of the Plan, on May 1, 2020, the Debtors filed that certain *Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 16, 2020* [Docket No. 7037] (the "**Plan Supplement**"). The Debtors' proposed schedule of executory contracts and unexpired leases to be rejected under the Plan (the "**Schedule of Rejected Contracts**[1]") were set forth as Exhibit A to the Plan Supplement.[2]

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[1] Capitalized terms used but not herein defined have the meanings ascribed to such terms in the Schedule of Rejected Contracts.

[2] Inclusion of an Agreement in the Schedule of Rejected Contracts is not an admission by the Debtors that any of the Agreements listed therein are executory contracts or unexpired leases. Subject to the terms of the Plan, the Debtors reserve the right to assert that any of the Agreements listed in the Schedule of Rejected Contracts are not executory contracts or unexpired leases.

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C. Consistent with the provisions of the Plan, and as set forth in the Schedule of Rejected Contracts and the related notices served on counterparties to any agreements listed in the Schedule of Rejected Contracts, any objection by a counterparty to an executory contract or unexpired lease to any matter pertaining to rejection under section 365 of the Bankruptcy Code (each, an "**Objection**") was required to be filed, served, and actually received by the Debtors before the deadline set to file objections to confirmation of the Plan, at 4:00 p.m. (Prevailing Pacific Time) on May 15, 2020 (the "**Objection Deadline**").

D. Counsel for Contra Costa has requested, and counsel for the Debtors has agreed, to extend the Objection Deadline for Contra Costa to file an Objection to the rejection of its executory contracts as set forth herein.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER, THAT:

1. The time for Contra Costa to file and serve an Objection to the rejection of its executory contracts is extended through 4:00 p.m. (Prevailing Pacific Time) on June 8, 2020.

2. This Stipulation shall constitute the entire agreement and understanding of the parties relating to the subject matter hereof and shall supersede all prior agreements and understandings relating to the subject matter hereof.

3. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

4. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation.

[*Signatures on Next Page*]

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Dated: June 3, 2020

WEIL, GOTSHAL & MANGES LLP
KELLER BENVENUTTI KIM LLP

/s/ *Matthew Goren*
Matthew Goren

Attorneys for Debtors and Debtors in Possession

Dated: June 3, 2020

LAMB & KAWAKAMI LLP

/s/ *Barry S. Glaser*
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